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AMENDMENT NO. 2 TO AGREEMENT FOR EMPLOYMENT OF CITY MANAGER

This Amendment is made and entered into this ____ day of January 2003, by and between the CITY OF MILPITAS ("the CITY"), a general law city, and THOMAS J. WILSON ("WILSON"). This Amendment shall have an effective date of _____.

WHEREAS, on April 4, 2000, the CITY and WILSON entered into an agreement to employ WILSON as City Manager (the "Agreement");

WHEREAS, on June 1, 2001, the City approved Amendment No. 1 to the Agreement;

WHEREAS, the parties desire to further amend the Agreement.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the parties agree as follows:

SECTION 1. Paragraph 5 of the Agreement is hereby amended in its entirety to read as follows:

5. Compensation: WILSON shall be paid an annual salary of \$184,771 (inclusive of 8% PERS contribution), plus other payments and benefits as described in attachment A and as from time to time may be provided CITY Executive Staff.

SECTION 2. Attachment A of the Agreement is hereby amended in part to replace the paragraph titled "**Car Allowance**" with the following:

Car Allowance \$0

SECTION 3. Attachment A of the Agreement is hereby amended in part to replace the paragraph titled "**Retirement**" with the following:

Retirement

PERS 2.7% at 55. The CITY pays full employee contribution, as part of WILSON's salary. The CITY PERS contract shall provide for the PERS employee contribution to be considered annual compensation for retirement benefit purposes.

SECTION 4.

Except as modified herein, all other terms and conditions of the Agreement for Employment of City Manager between Thomas J. Wilson, between Thomas J. Wilson and the City of Milpitas and Amendment No. 1 to that Agreement shall remain in full force and effect.

DATED:

THOMAS J. WILSON

DATED:

MAYOR

DATED:

VICE MAYOR

DATED:

COUNCIL MEMBER

DATED:

COUNCIL MEMBER

DATED:

COUNCIL MEMBER

ATTEST:

City Clerk

APPROVED AS TO FORM:

City Attorney